

Counterparts - Betty

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RECORDATION NO. 21189 FILED

JAN 30 '98

12-10 PM

OF COUNSEL  
URBAN A. LESTER

January 30, 1998

RECORDATION NO. 21189-A FILED

JAN 30 '98

12-10 PM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Equipment Schedule No. 016, dated as of September 1, 1995, a primary document as defined in the Board's Rules for the Recordation of Documents and a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 31, 1997, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Primary →

Equipment Schedule No. 016

Lessor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive  
Hamilton, Ohio 45011

Lessee: PSI Energy, Inc.  
1000 E. Main Street  
Plainfield, North Dakota 46168

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
January 30, 1998  
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A →

Memorandum of Asset Purchase, Assignment  
and Assumption Agreement

Assignee: Star Bank, National Association  
425 Walnut Street  
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is:

One (1) model SW-1000 locomotive bearing ID No. 4615

Also enclosed is a check in the amount of \$48.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

MEMORANDUM OF EQUIPMENT SCHEDULE NO. 016 30 '98  
TO MASTER EQUIPMENT LEASE AGREEMENT  
DATED SEPTEMBER 1, 1995

12-10 PM

Memorandum of Equipment Schedule No. 016 (the "Schedule") to Master Equipment Lease Agreement (the "Lease") dated September 1, 1995, by and between The Vaughn Group, Ltd. ("Lessor"), and PSI Energy, Inc. ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Equipment Schedule No. 016 to Master Equipment Lease Agreement dated September 1, 1995, whereby the Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions hereinafter set forth in the Lease, the equipment described as railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Schedule.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

Name: **John V. Handelsman**  
**President and CEO**

Title: \_\_\_\_\_

PSI ENERGY, INC.

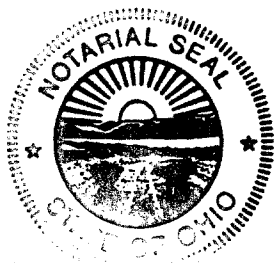
By: 

Name: **James R. Lance**  
**Manager-Corporate Finance**  
**and Financial Risk Management**

Title: \_\_\_\_\_

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 28 day of January, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegele  
Notary Public

**KATHY J. VOEGELE**  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio )  
COUNTY OF Hamilton ) SS

On this 27th day of January, 1998 before me personally appeared James Lance, to me personally known, who being duly sworn, says that he/she is the Manager - Corporate Finance of PSI Energy Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

St. A. Niederbaumer  
Notary Public

My commission expires:

**STEVEN A. NIEDERBAUMER**  
Notary Public, State of Ohio  
My Commission Expires Oct. 26, 1999

## Exhibit A

**Equipment Location:**

Wabash River Station

450 Bolton Road

W. Terre Haute, Indiana 47885

Vigo County

Manufacturer	Vendor	Qty.	Description	ID No.
EMD	National Railway Equipment	1	Remanufactured 1971 General Motors Corp. locomotive Model SW-1000 rated at 1000 horsepower equipped with the following: - Model 8-645-E Diesel Engine - D25 Main Generator - 10KW Auxiliary Generator - WBO Air Compressor - 26NL Air Brake Schedule - 61/2 x 12 Roller Bearing Truck Assemblies with 2" or Better Wheel Thickness - D77 Traction Motors	4615